

1 Hon. Ronald B. Leighton  
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9                   IN THE UNITED STATES DISTRICT COURT  
10                  FOR THE WESTERN DISTRICT OF WASHINGTON  
11                  AT TACOMA

12           UNITED STATES OF AMERICA,                 ) No. C04-1402-RBL  
13   ) Plaintiff,                 )  
14   )   )  
15   ) v.   )  
16   )   )  
17   ) PACIFIC NORTHWEST PARTNERS                             )  
18   ) SBIC, LP,   )  
19   )   )  
20   ) Defendant.   )  
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22           This matter came upon the Motion of the Small Business Administration as  
23           Receiver (“Receiver”) for Pacific Northwest Partners, SBIC, L.P. (“PNP”) for an Order  
24           Approving the Procedures for Winding Up and Terminating the Receivership. After  
25           careful consideration, this Court, being duly advised on the merits of the Motion,

26           **HEREBY ORDERS AND DECREES THAT:**

- 27           1.       The Receiver's Motion is granted in its entirety.  
28           2.       The Receiver's agents will perform all final administrative and accounting  
29           tasks necessary to windup and close the PNP receivership estate in an orderly manner,  
30           and to discharge the Receiver and its agents. These tasks will include, but are not limited  
31           to: finalizing the receivership accounting books and records, arranging for the return of  
32           control of PNP to its General Partner, PNP/Wight Partnership, remitting payments from  
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1 the estate in accordance with this Court's May 2, 2007, Order (Dkt. No. 15) as funds  
 2 permit, and delivering PNP's post-receivership records to the Federal Records Center.

3       3. This Court approves and confirms the form and manner of the procedures  
 4 for winding up and closing the PNP receivership as set forth in the Motion filed by the  
 5 Receiver. Within ninety (90) days of receipt of notification of the entry of this Wind-Up  
 6 Order, the Receiver and its agents shall perform any and all final administrative and  
 7 accounting tasks necessary to implement the provisions of this Wind-Up Order in order to  
 8 wind up and terminate the PNP receivership and discharge the Receiver, its agents,  
 9 attorneys, contractors, the SBA, and its employees, and all other persons who have acted  
 10 on the Receiver's behalf.

11       4. Any and all expenses associated with the windup and closing procedures  
 12 shall be and are hereby chargeable and payable as administrative expenses of the PNP  
 13 receivership. The Receiver is hereby authorized to prepay monies to the Receiver's  
 14 agents, accountants and others to facilitate the closing of the receivership after the PNP  
 15 receivership bank account is closed. Any funds not expended in the closing of the PNP  
 16 receivership shall be remitted first to SBA, as payment of PNP's Receivership Certificate  
 17 debt of \$1,169,295.00, and then to SBA, as PNP's Preferred Limited Partner for Preferred  
 18 Limited Partnership Interests of \$10,077,037.00 in accordance with this Court's May 2,  
 19 2007, Order.

20       5. The Receiver is hereby ordered to transfer and assign all remaining assets of  
 21 PNP, whether legal or equitable, acquired through stock purchases, mortgage, pledge,  
 22 assignment, delivery or otherwise, whether real property, personal property or mixed to  
 23 SBA, in partial payment of PNP's Receiver's Certificate debt in accordance with this  
 24 Court's May 2, 2007, Order. The transfer and assignment documents will provide for the  
 25 unconditional assignment, transfer and delivery of the assets to SBA, to the attention of:  
 26 Terry D. George, Financial Analyst, Office of SBIC Liquidation, Investment Division,  
 27 U.S. Small Business Administration, 409 Third Street, S.W., Sixth Floor, and  
 28 Washington, D.C. 20416.

1       6. This Court hereby appoints and authorizes either Richard E. Moser,  
 2 Principal Agent for the Receiver, or Terry D. George, Financial Analyst, Office of SBIC  
 3 Liquidation, or such other agent or employee as SBA in its sole discretion shall designate,  
 4 to sign and execute on behalf of, and as agent for, the Receiver, any and all papers  
 5 necessary to effect any transfer(s) and assignment(s) to SBA as described in paragraph 5  
 6 above, and sign and execute on behalf of, and as agent for, any and all papers necessary to  
 7 wind up and close the PNP receivership.

8       7. Within ninety (90) days after receiving notification of the entry of the  
 9 Wind-Up Order by the Court, the Receiver shall transfer and deliver the accounting  
 10 records of the PNP receivership that may be necessary to enable PNP to prepare and file  
 11 tax returns, including the tax return(s) for 2010 and any that may become due after the  
 12 termination of the PNP receivership, to PNP's General Partner, PNP/Wight Partnership.

13       8. Any files not delivered to, or not accepted by, the general partner of PNP  
 14 shall be transferred to SBA and delivered to the Federal Record Center. SBA is  
 15 authorized to dispose of these records and files six years from the date of entry of the  
 16 Wind-Up Order. In the event that PNP's general or limited partners wish to obtain copies  
 17 of such documents, such partners are ordered to serve a written request upon SBA, to the  
 18 attention of Terry D. George, Financial Analyst, Office of SBIC Liquidation, Investment  
 19 Division, U.S. Small Business Administration, 409 Third Street, S.W., Sixth Floor,  
 20 Washington, D.C. 20416, within six years after the entry of the Wind-Up Order.

21       9. The Receiver is hereby authorized and ordered to surrender PNP's SBIC  
 22 license to the SBA, to the attention of Terry D. George, Financial Analyst, Office of  
 23 SBIC Liquidation, Investment Division, U.S. Small Business Administration, 409 Third  
 24 Street, S.W., Sixth Floor, Washington, D.C. 20416, and the SBA is hereby authorized to  
 25 revoke said license upon entry of this Wind-Up Order.

26       10. Upon completion of the tasks set forth in this Wind-Up Order, the Receiver  
 27 is hereby ordered to file a Final Receiver's Report with this Court, which Report shall  
 28 confirm that the Receiver has completed the procedures enumerated in the Wind-Up

1 Order for winding up and closing the PNP receivership estate. The Receiver is further  
2 ordered to attach, as an exhibit to the Final Receiver's Report, a Final Cash Receipts and  
3 Disbursements Summary from the date of inception of the PNP receivership, June 18,  
4 2004, through the date of the closing of the PNP receivership bank account.

5 11. Control of PNP will be unconditionally transferred and returned to PNP's  
6 General Partner, PNP/Wight Partnership, which transfer shall not be effective unless and  
7 until the Receiver has completed its duties under the Wind-Up Order, if entered, and  
8 unless and until this Court enters an Order discharging the Receiver.

9 12. The Receiver is hereby ordered to serve a copy of this Wind-Up Order upon  
10 the general and limited partners of PNP.

11 DATED this 30<sup>th</sup> day of July, 2010.

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14 RONALD B. LEIGHTON  
15 UNITED STATES DISTRICT JUDGE

16 Presented by:  
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18 JENNY A. DURKAN  
19 United States Attorney

20 s/Robert P. Brouillard  
21 ROBERT P. BROUILLARD, WSBA #19786  
22 Assistant United States Attorney  
23 Western District of Washington  
24 United States Attorney's Office  
25 700 Stewart Street, Suite 5220  
26 Seattle Washington 98101-1271  
27 Phone: 206-553-7970  
28 Fax: 206-553-4067  
Email: Robert.Brouillard@usdoj.gov